

RECORDATION NO. 10694-F FILED

JUL 10 '97

2-00PM

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OF COUNSEL
URBAN A. LESTER

July 10, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Complete Termination and Release, dated as of June 8, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Conditional Sale Agreement which was previously filed with the Board under Recordation Number 10694.

The name and address of the party to the enclosed document are:

Secured Party: La Salle National Bank
120 South LaSalle Street
Chicago, Illinois 60603

A description of the railroad equipment covered by the enclosed document is set forth on Annex I attached thereto.

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SURFACE TRANSPORTATION BOARD

Counterparts - Kim Bartman

Mr. Vernon A. Williams
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Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

COMPLETE TERMINATION AND RELEASE
OF SECURITY INTERESTS AND LIEN

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The undersigned, LaSalle National Bank, a national banking association ("Vendor") for good and valuable consideration, the receipt and sufficiency of which is acknowledged, terminates, releases and discharges its right, security interest, lien and other interests granted under or with respect to that certain Conditional Sale Agreement dated as of April 1, 1979 between the Vendor (as seller) and Bamerilease, Inc., succeeded by BA Credit Corporation, a Delaware corporation ("Vendee") (as buyer), which was filed with the Interstate Commerce Commission on July 31, 1979 as Recordation Number 10694 (the "Conditional Sale Agreement"), and in and to all properties, assets and rights of every kind and nature, wherever located, now owned or hereafter acquired or arising, and all proceeds and products thereof, as may have been granted pursuant to the Conditional Sales Agreement, including (without limiting the generality of the foregoing) all rights, interests and liens in and to the equipment ("Equipment") set forth on Annex 1 hereto. Vendor (i) acknowledges that all obligations of Vendee under the Conditional Sale Agreement have been satisfied and discharged and that the Conditional Sale Agreement has been terminated, and (ii) confirms that upon termination of the Conditional Sale Agreement, Vendee held title to the Equipment.

Executed as of this 8th day of July, 1997.

LA SALLE NATIONAL BANK

By: [Signature]
Name: ERIK R. BENSON
Title: TRUST OFFICER

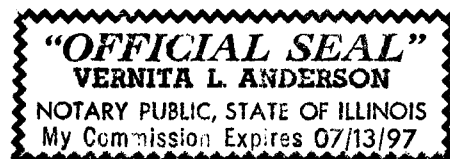
STATE OF ILLINOIS)
COUNTY OF COOK) ss.

On this 8th day of JULY, 1997, before me personally appeared ERIK R. BENSON, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[Signature: Vernita L. Anderson]
NOTARY PUBLIC SIGNATURE

(NOTARIAL SEAL)



ANNEX 1 TO
COMPLETE TERMINATION AND
RELEASE OF SECURITY INTERESTS AND LIEN

EQUIPMENT

| | | |
|----|--|--------------|
| 27 | EMD 3,000 H.P. Model SD40-2 Diesel-Electric Locomotives | SCL8040-8066 |
| 7 | GE 3,000 H.P. Model C30-7 Diesel-Electric Locomotives | SCL7025-7031 |